

**PRESS RELEASE****REWAY GROUP: EXTRAORDINARY SHAREHOLDERS' MEETING**

- ***Granted the Board of Directors a power of attorney to increase the Company's paid-up share capital within the limit of 10% of the pre-existing share capital***
- ***Approved the amendment of Article 24 of the Company's Articles of Association***

**Licciana Nardi (MS), October 28th, 2024** - The Extraordinary Shareholders' Meeting of **Reway Group S.p.A.** (EGM: RWY), Italy's largest operator specialized in rehabilitation and maintenance of road and highway infrastructures, as well as the only organization in Italy capable of handling all the activities related to the restoration of bridges, tunnels and viaduct (the "**Company**" or "**Reway Group**"), was held today under the chairmanship of Paolo Luccini and approved the proposed resolutions as presented by the Board of Directors.

**Granting the Board of Directors a delegation of authority to increase the paid-in share capital**

The Extraordinary Shareholders' Meeting resolved to grant the Board of Directors a power of attorney, pursuant to Article 2443 of the Civil Code, to increase the share capital of Reway Group S.p.A., on a divisible basis and for cash, in one or more tranches, for a period of 3 years from today's date and within the limits of 10% of the pre-existing share capital, with the exclusion of option rights pursuant to Article 2441, paragraph 4, second sentence of the Civil Code. On the same point, in order to reflect the above, the Shareholders' Meeting likewise resolved on the consequent amendment of Article 6 of Reway Group's Articles of Association.

In accordance with the contents of the Directors' Explanatory Report already available to shareholders, the purpose of the delegation is to provide the Board of Directors with the necessary flexibility and timeliness in executing one or more share capital increases in order to seize the most favorable conditions for the conclusion and execution of agreements with possible partners and/or investors who would contribute money and/or equity interests and/or business units and/or industrial assets for the pursuit of the Company's strategic objectives.

In addition, as already communicated to the market, this proxy will allow the Board of Directors to proceed with the capital increase related to the strategic acquisition of Vega Engineering S.r.l. - a historic engineering company whose core business includes the engineering design of road and rail infrastructure, civil and industrial works, support services to R.U.P. and contract management, a transaction announced to the market on September 10, 2024 (see [press release](#)).

**Amendment to Article 24 of the Company's Articles of Incorporation**

The Extraordinary Shareholders' Meeting of Reway Group also resolved to approve the amendment of Art. 24 of the Articles of Association, by virtue of the entry into force of the new Art. 6-bis of the Euronext Growth Milan Issuers' Regulations, which took place on December 4th, 2023, regarding the elimination of the burden on the Euronext Growth Advisor, in the post-admission phase, relating to the prior assessment of the existence of the independence requirements on the part of the directors and the consequent passing of the burden of the assessment to the Company's Board of Directors at the time of appointment and then annually.

For any further information about the proposals submitted to the Shareholders' Meeting for consideration and resolution, please refer to the Directors' Explanatory Report, which is published on the Company's website at [www.rewaygroup.com](http://www.rewaygroup.com) ( *Investor Relations>Shareholders' Meetings* section ), as well as on the website of Borsa Italiana [www.borsaitaliana.it](http://www.borsaitaliana.it) ( *Shares>Documents* section ).

**Filing of documentation**

The minutes of the Shareholders' Meeting, to which reference is made for further information, and the summary report of the voting, will be made available, in the manner and timing required by current regulations, on the Company's website at [www.rewaygroup.com](http://www.rewaygroup.com) ( *Investor Relations>Shareholders' Meetings* section ), as well as on the website of Borsa Italiana [www.borsaitaliana.it](http://www.borsaitaliana.it) ( *Shares>Documents* section ).

For the dissemination of regulated information, Reway Group makes use of the 1info dissemination system ([www.1info.it](http://www.1info.it)), managed by Computershare S.p.A. with registered office in Milan, via Lorenzo Mascheroni 19 and authorised by CONSOB.

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This press release is available on the Company's website <https://www.rewaygroup.com/> under Investor Relations - Press Releases and at [www.1info.it](http://www.1info.it)

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**Reway Group** — the Parent Company of the Group of the same name — is Italy's largest operator specialised in rehabilitation and maintenance of road and highway infrastructures, as well as the only organisation in Italy capable of handling all the activities related to the chain of restoration of bridges, tunnels and viaducts, and to also have in its core business the maintenance of the railway network.

Reway Group was formed in December 2021 via the assignment of the shares held by M.G.A. S.r.l., Soteco S.r.l. and TLS S.r.l. — companies operating in Italy in the road and highway infrastructure maintenance and rehabilitation sector, which are currently operational and 100% controlled by Reway Group. The Group was created to provide its subsidiaries with a unified corporate and managerial structure, in order to best address the evolution of a sector that is markedly expanding and growing, both in Italy and abroad. The Group's subsidiaries also include Gema, a leading player in the maintenance of infrastructure and civil works in the railway sector. To this end, the Company provides services to its subsidiaries, including planning and financial strategy, procurement of Reway Group has a workforce of 500 overall and has a modern fleet with over 300 operating vehicles

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